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LUCE FORWARD HAMILTON & SCRIPPS LLP

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600 West Broadway
Suite 2600
San Diego, CA 92101

619.236.1414 - Main
619.645.5335 fax
lmoose@luce.com - 619.235.3474
asage@luce.com - 619.233.2963

TAXPAYER I.D. NO: 95-1559758

Hamstreet & Associates
Mr. Clyde Hamstreet
One SW Columbia, Suite 1000
Portland, OR 97258

CLOSING DATE : MAY 31, 2010
CLIENT NUMBER : 38062
MATTER NUMBER : 00002
RESP. ATTORNEY:(DZS)

RE: Clyde Hamstreet & Associates
Sunwest
FILE NUMBER:38062
00002

TOTAL FOR INVOICE # 6646402	:	224,219.73
PRIOR A/R BALANCE FOR THIS MATTER:		317,973.97

TOTAL DUE FOR THIS MATTER	:	\$ 542,193.70

(THIS PAGE TO BE REMITTED WITH PAYMENT)

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RE: Sunwest
FILE NUMBER: 38062
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DATE	ATTY	HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
4/01/10	DZS	8.50	3,825.00	Meeting in Portland; investigate law re feeder;
4/01/10	AQG	4.50	1,552.50	Meeting regarding structure;
4/02/10	DZS	.80	360.00	Conference call
4/02/10	AQG	.50	172.50	Work on structure and tax issues;
4/03/10	DZS	1.50	675.00	Investigate law re structure issue; conference call re issues;
4/04/10	DZS	2.80	1,260.00	Investigate law re structure issues; investigate law re transfer by HSG;
4/04/10	LMF	4.30	1,096.50	Research and analysis of law regarding forfeiture liquidating trusts, and whether the transfer of the Sunwest Enterprise to the receiver is a taxable event;
4/05/10	DZS	.80	360.00	Investigate law re settlement;
4/05/10	AQG	.30	103.50	Telephone call regarding TIC issues;
4/06/10	DZS	2.50	1,125.00	Investigate law and conference call re Blackstone and structure;
4/06/10	AQG	.50	172.50	Work on disclosure statement;
4/06/10	K_0	4.00	1,140.00	Research for feeder partnership, work on partnership agreement;
4/06/10	K_0	2.40	684.00	Draft supplement to SWP offering memorandum regarding Blackstone plan;

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DATE	ATTY	HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
4/07/10	DZS	2.50	1,125.00	Conference call; call re funding; work on TIC memo;
4/07/10	JAG	2.10	945.00	Research tax implications of use of tiered partnerships;
4/07/10	AQG	1.50	517.50	Telephone call regarding contribution proceeding work on disclosure;
4/07/10	K_O	1.50	427.50	Research regarding feeder partnership for Blackstone plan;
4/08/10	DZS	5.80	2,610.00	Conference call; work on funding; work on tax disclosure;
4/08/10	MLM	3.30	1,485.00	Conference with Attorney Steinhouse; analysis re: application of Sections 752 and 704(c);
4/08/10	JAG	.40	180.00	Conference with D. Steinhouse regarding tiered partnerships (0.20); call with A. Giannamore regarding interest rate for restated loan agreements (0.20);
4/08/10	JBC	1.10	429.00	Review of limited power of attorney draft; analysis regarding California law pertaining to powers of attorney and authority of agent to act on behalf of corporate entity; consultations with Attorney Gianamore and Attorney Steinhouse regarding proper documentation for delegation of authority to corporate agent;
4/08/10	JJM	1.20	396.00	Teleconference and e-mail correspondence with Attorney Giannamore regarding case issues, review power of attorney draft, legal research regarding recognition of same in California and choice of law issue, teleconferences and e-mail

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				correspondence with Attorney Crickard regarding power of attorney issues, legal research regarding ability of entity to execute power of attorney;
4/08/10	AQG	10.00	3,450.00	Work on tax disclosure; conference calls; investigate law regarding Section 721(b);
4/08/10	LMF	3.30	841.50	Work on Feeder LLC Agreement;
4/09/10	DZS	1.30	585.00	Conference call; investigate law re structure; review documents;
4/09/10	MLM	1.00	450.00	Further analysis re: Sections 752 and 704(c);
4/09/10	JAG	1.50	675.00	Analyze tax allocation rules relating to contributions of property to partnership;
4/09/10	AQG	11.50	3,967.50	Work on tax disclosure; investigate law re partnership investment companies;
4/09/10	K_0	5.30	1,510.50	Research Blackstone Plan impact on SWP Property Holdings, LP, draft supplement to SWP offering memorandum regarding same;
4/09/10	LMF	1.50	382.50	Work on Feeder LLC Agreement;
4/10/10	DZS	6.80	3,060.00	Conference calls; conference with Al Kennedy; investigate law re allocation of income; work on feeder issues;
4/10/10	JAG	7.00	3,150.00	Legal research and analysis of allocations of tax items under IRC Sections 704(c) and 752;
4/10/10	AQG	7.00	2,415.00	Work on tax disclosure;
4/10/10	LMF	8.20	2,091.00	Work on Feeder LLC Agreement;
4/11/10	DZS	3.80	1,710.00	Work on feeder entity; work on tax disclosure; work on tax memo;
4/11/10	AQG	7.00	2,415.00	Work on tax disclosure; review disclosure;

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DATE	ATTY	HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
4/11/10	LMF	2.50	637.50	Work on Amended Disclosure Statement;
4/12/10	DZS	2.80	1,260.00	Investigate law and conference call; work on disclosure;
4/12/10	JAG	.20	90.00	Review McKee regarding taxation of distributions by liquidating partnership;
4/12/10	AQG	8.50	2,932.50	Work on tax disclosure and Disclosure Statement; conference calls;
4/12/10	K_0	2.30	655.50	Tax research regarding withholding for tax disclosure statement;
4/12/10	K_0	5.50	1,567.50	Research impact of Blackstone plan on SWP, tax research regarding 721 contribution through SWP and feeder entity;
4/12/10	LMF	7.50	1,912.50	Work on Amended Disclosure Statement;
4/13/10	DZS	3.80	1,710.00	Investigate law re investor issues; investigate law re HFG issues; work on tax consequences;
4/13/10	JAG	3.60	1,620.00	Revise stand-alone tax consequences disclosure (for adversary proceedings) to track disclosure in restated disclosure statement;
4/13/10	AQG	7.50	2,587.50	Work on tax issues; investigate law regarding Section 721 and TRCs; conference call; work on investor letter;
4/13/10	K_0	6.80	1,938.00	Research Section 721 contributions to SWP in connection with Blackstone plan;
4/14/10	DZS	3.00	1,350.00	Conference call; investigate law re HFG tax issues; work on documents;
4/14/10	MLM	.30	135.00	Conference with Attorney Steinhouse re: 1031 issues;
4/14/10	JAG	3.50	1,575.00	Work on disclosure statement for adversary

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DATE	ATTY	HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
				proceeding;
4/14/10	AQG	6.00	2,070.00	Conference call; investigate regarding tax
				issues; conference call regarding HFG issues;
4/15/10	DZS	4.80	2,160.00	Conference call re settlement; conference call re
				structure; reviewing TIC documents; work on tax
				disclosure;
4/15/10	MLM	.30	135.00	Conference with Attorney Steinhouse re:
				allocation of expenses;
4/15/10	AQG	2.50	862.50	Work on tax disclosure; telephone calls;
4/16/10	DZS	2.80	1,260.00	Conference call; investigate law re Section 1031
				issues; work on disclosure;
4/16/10	AQG	1.50	517.50	Work on memorandum; conference call;
4/17/10	DZS	2.50	1,125.00	Work on memo and transfer by TICs; work on tax
				memo; investigate law re Divestco issues;
4/17/10	AQG	1.50	517.50	Work on HFG issues; work on tax disclosure for
				TIC adversary proceedings;
4/19/10	DZS	1.00	450.00	Investigate law and conference re structure;
4/19/10	AQG	5.50	1,897.50	Work on tax disclosure; conference calls;
4/20/10	DZS	1.80	810.00	Conference call; work on tax issues and TIC
				documents;
4/20/10	AQG	3.00	1,035.00	Work on tax issues; conference calls
4/21/10	DZS	3.00	1,350.00	Conference call with management committee;
				conference call with CRO team;
4/21/10	AQG	4.50	1,552.50	Conference calls; work on tax issues;
4/22/10	DZS	2.80	1,260.00	Investigate law and conferenc re structure
				issues;
4/22/10	AQG	4.00	1,380.00	Work on tax issues and TIC settlement documents;
				telephone call with Maren Cohn; conference calls;

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DATE	ATTY	HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
4/23/10	DZS	3.80	1,710.00	Work on TIC issues; conference call re tax issues;
4/23/10	PLJ	.50	225.00	Consultation with Attorney Steinhouse regarding contribution of property;
4/23/10	JAG	1.50	675.00	Research tax effect on allocation of basis where transfer of property to partnership is deemed to be part sale, part contribution;
4/23/10	AQG	5.00	1,725.00	Work on tax and structure issues;
4/24/10	DZS	5.00	2,250.00	Work on structure issues; investigate law re HFG; investigate law re 721; investigate law re income allocations;
4/24/10	AQG	3.00	1,035.00	Investigate law regarding 721(b); work on memorandum;
4/25/10	DZS	3.50	1,575.00	Work on tax deduction; work on documents for TIC; draft memo re HFG;
4/25/10	AQG	3.00	1,035.00	Work on tax issues; work on memorandum regarding same;
4/25/10	LMF	6.50	1,657.50	Research and analysis of law regarding payment of administrative expense claims in substantive consolidation where claimants are pass-through entities and the consolidated debtors;
4/26/10	DZS	5.00	2,250.00	Conference call re taxes and overall structure;
4/26/10	AQG	3.00	1,035.00	Work on tax and structure issues; conference calls;
4/27/10	DZS	3.00	1,350.00	Investigate law re structure; conference call;
4/27/10	AQG	1.00	345.00	Conference call; telephone call with Ingolf Noto;
4/28/10	DZS	2.80	1,260.00	Work on tax structure issues; conference call;
4/28/10	AQG	1.00	345.00	Conference call; work on memorandum;

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4/29/10	DZS	4.80	2,160.00	Prepare memo; conference call re Fisher;
4/29/10	AQG	3.00	1,035.00	Work on memorandum; conference call; work on LLC tax issues;
4/30/10	DZS	4.50	2,025.00	Work on memo; conference call;
4/30/10	PLJ	.50	225.00	Consultation with Attorney Steinhouse;
4/30/10	AQG	4.50	1,552.50	Work on memorandum regarding HFG settlement; work on TIC issues; conference call;
4/30/10	K_O	2.30	655.50	Revise Third Supplement for SWP Offering;
5/01/10	DZS	6.30	2,835.00	Conference re HFG; work on claimant's tax issue; work on memo; work on tax statement; review investment documentation;
5/01/10	AQG	7.00	2,415.00	Work on tax issues; work on feeder operating agreement; telephone calls re same;
5/02/10	DZS	8.50	3,825.00	Meeting with Judge Hogan; review investment documents; meeting at Tonkin Torp;
5/02/10	AQG	2.00	690.00	Work on operating agreement; work on tax memo;
5/03/10	DZS	2.80	1,260.00	Conference call re structure;
5/03/10	AQG	3.00	1,035.00	Conference call re LLC member issues; CRO team call;
5/04/10	DZS	4.30	1,935.00	Conference call; work on structuring issues;
5/04/10	AQG	1.00	345.00	Conference calcls; work on documents; telephone calls re tax issues;
5/05/10	DZS	3.80	1,710.00	Work on structure issue; conference call; investigate law re SWP;
5/05/10	AQG	3.50	1,207.50	Conference call; work on tax and structure issues;
5/06/10	DZS	3.30	1,485.00	Investigate law re TIC settlements; conference call with Simpson; conference call with CRO;

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5/06/10	JAG	.30	135.00	Work on memorandum regarding partial sale of property, allocation of basis;
5/06/10	AQG	3.00	1,035.00	Work on structure; telephone calls re TIC issues; conference call;
5/07/10	DZS	2.80	1,260.00	Investigate law and conference call re structure;
5/07/10	AQG	3.00	1,035.00	Work on structure and tax issues;
5/08/10	DZS	2.80	1,260.00	Investigate law re structure issues; conference call re structure issues;
5/08/10	AQG	2.50	862.50	Work on structure issues; conference call re same;
5/09/10	DZS	.50	225.00	Review LLC agreement;
5/09/10	AQG	1.00	345.00	Work on LLC agreement;
5/10/10	DZS	5.30	2,385.00	Conference re tax issues; conference call re tax issues; conference call with CRO; work on structure issues; review documents;
5/10/10	AQG	3.00	1,035.00	Work on structure and stax issues; conference call;
5/11/10	DZS	3.00	1,350.00	Conference call; work on documents; investigate law re LLC agreement;
5/11/10	AQG	1.00	345.00	Conference call; work on structure issues;
5/12/10	DZS	3.80	1,710.00	Work on documents; conferenc call re structure; review documents; conference call;
5/12/10	AQG	1.00	345.00	Work on tax issues; conference call;
5/13/10	DZS	2.80	1,260.00	Conference calls re structure;
5/13/10	AQG	2.50	862.50	Conference call; work on tax ixxues; correspondence re same;
5/14/10	DZS	3.00	1,350.00	Conference call; work on feeder issues;
5/14/10	AQG	3.00	1,035.00	Work on operating agreement; conference call;

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5/14/10	A_L	.60	120.00	Work on the DE formation and OR qualification of Sunwest Rollover Member LLC;
5/15/10	DZS	4.50	2,025.00	Conference call; work on feeder;
5/15/10	AQG	2.50	862.50	Work on operating agreement for feeder entity;
5/16/10	DZS	5.80	2,610.00	Review correspondence; review settlement issues; conference re structure; work on feeder memo;
5/16/10	AQG	5.50	1,897.50	Work on feeder operating agreement;
5/17/10	DZS	4.50	2,025.00	Conference call; work on feeder issue;
5/17/10	AQG	3.50	1,207.50	Work on operating agreement; conference call;
5/17/10	LMF	2.50	637.50	Research and analysis of risk factors applicable to health care facilities;
5/18/10	DZS	5.80	2,610.00	Conference call; investigate law re closing documents; work on transaction documents;
5/18/10	AQG	4.50	1,552.50	Work on feeder LLC agreement; conference call;
5/18/10	HLA	4.30	1,634.00	Draft inserts and revisions to Sunwest Rollover Member LLC Agreement regarding capital calls, redemption and indemnification;
5/19/10	DZS	7.50	3,375.00	Conference call with SWP; conference call re portfolio deals; conference call with CRO; work on feeder;
5/19/10	AQG	3.00	1,035.00	Work on feeder LLC agreement; conference call;
5/19/10	HLA	7.30	2,774.00	Draft inserts for Sunwest Rollover Member LLC Agreement; review BRE/SW Portfolio LLC Agreement;
5/20/10	DZS	8.50	3,825.00	Work on feeder; conference call with investors; conference call with CRO;
5/20/10	AQG	8.00	2,760.00	Conference call with TIC investors in Holdco properties; Work on LLC agreement; work on tax disclosure; review disclosure statement;

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5/20/10	HLA	7.30	2,774.00	Review and draft inserts and revisions to Sunwest Rollover Member LLC operating agreement; discussions with D. Steinhouse regarding revisions;
5/21/10	DZS	3.80	1,710.00	Work on 40 Act issues; work on feeder; answer questions from investors;
5/21/10	AQG	7.50	2,587.50	Work on feeder operating agreement; work on HFG issues; work on tax disclosure; conference call;
5/22/10	DZS	4.80	2,160.00	Conference call re feeder with K. Stephens; work on feeder; investigate law re investor information; investigate law re HFG issues;
5/22/10	AQG	5.50	1,897.50	Work on feeder operating agreement; review disclosure statement; work on tax disclosure;
5/23/10	DZS	6.80	3,060.00	Review HFG settlement agreement; work on 1940 Act issues; review documents; work on tax disclosure; review documents;
5/23/10	AQG	8.00	2,760.00	Work on feeder LLC agreement;
5/24/10	DZS	.50	225.00	Conference call re structure issues;
5/24/10	JAG	2.70	1,215.00	Research regarding application of Section 752 to determination of basis in tiered partnership structure, effect of bottom guaranty;
5/24/10	JAG	.50	225.00	Research regarding sale of promissory note on an installment basis;
5/24/10	AQG	6.50	2,242.50	Work on tax disclosure; work on memorandum; conference calls; work on investor issues; work on tax issues and memorandum re same;
5/24/10	LMF	3.00	765.00	Work on Disclosure Statement, including citation checks;

BALANCES ARE DUE AND PAYABLE ON PRESENTATION.

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LUCE FORWARD

ATTORNEYS AT LAW • FOUNDED 1873
LUCE FORWARD HAMILTON & SCRIPPS LLP

www.luce.com

600 West Broadway
Suite 2600
San Diego, CA 92101

619.236.1414 - Main
619.645.5335 fax
lmoose@luce.com - 619.235.3474
asage@luce.com - 619.233.2963

TAXPAYER I.D. NO: 95-1559758

Hamstreet & Associates
Mr. Clyde Hamstreet
One SW Columbia, Suite 1000
Portland, OR 97258

CLOSING DATE : MAY 31, 2010
CLIENT NUMBER : 38062
MATTER NUMBER : 00002
PAGE NUMBER : 12
INVOICE NUMBER: 6646402
RESP. ATTORNEY: (DZS)

DATE	ATTY	HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
5/25/10	DZS	6.80	3,060.00	Conference call re fund; conference call with C. Hamstreet; work on documents; work on tax issues;
5/25/10	AQG	3.00	1,035.00	Work on feeder issues; work on tax issues;
5/25/10	A_L	1.30	260.00	Prepare the SS-4 Application and obtain the EIN for Sunwest Rollover Member LLC; finalize the OR qualification application and submit same to the State for filing;
5/26/10	DZS	5.80	2,610.00	Work on documents; LLC documents;
5/26/10	AQG	.30	103.50	Work on memo;
5/26/10	LMF	3.20	816.00	Work on LLC Agreement for Sunwest Rollover Member (1.50); Work on Plan of Reorganization (1.70);
5/26/10	HLA	6.80	2,584.00	Review comments to Rollover LLC Agreement from Ken Stephens and draft revisions;
5/26/10	A_L	.20	40.00	Transmit the OR registration certificates for Sunwest Rollover Member LLC to Maren Cohn;
5/27/10	DZS	11.00	4,950.00	Meeting; review agreements for LLC agreement and HFG settlement;
5/27/10	AQG	.30	103.50	Work on organizational issues and feeder issues;
5/28/10	DZS	2.80	1,260.00	Meeting re tax issues; review tax issues; review documents re HFG and LLC settlement;
5/29/10	DZS	.80	360.00	Investigate law re Holdco property;
5/30/10	DZS	.40	180.00	Investigate law re offering;
5/30/10	DZS	1.80	810.00	Work on memo; review documents;
5/30/10	DZS	.80	360.00	Review supplement;
5/30/10	AQG	.50	172.50	Work on memorandums;
5/31/10	DZS	2.30	1,035.00	Work on memo and tax strategy; investigate law re HFG;
5/31/10	DZS	.30	135.00	Investigate law re supplement;

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DATE	ATTY HOURS	AMOUNT	PROFESSIONAL SERVICES RENDERED
5/31/10 LMF	1.00	255.00	Research law regarding liquidating trusts in bankruptcy cases, including tax aspects;
	574.90		TOTAL HOURS
			FEES FOR SERVICES RENDERED
			221,102.50
DISBURSEMENT AND OTHER SERVICES			
			Travel Expenses 1,587.93
			Computerized legal research 429.70
			Photocopying 293.10
			Color Copies 226.50
			Corporate Fees 580.00
			TOTAL REIMBURSABLE DISBURSEMENTS
			3,117.23
			TOTAL FEES AND DISBURSEMENTS
			224,219.73

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